WEST VIRGINIA FARMERS MARKET ASSOCIATION, INC.
ANNUAL DISCLOSURE QUESTIONNAIRE

WHY WE ARE ASKING YOU TO FILL OUT THIS QUESTIONNAIRE:

West Virginia Farmers Market Association, Inc. ("WVFMA") is subject to legal and disclosure requirements relating to its board of directors, officers and key employees. They include the following:

1. Federal tax law requires public disclosure by WVFMA in its Form 990 about business and family relationships between WVFMA and its leaders, the independence of WVFMA's board of directors and the compensation of WVFMA's leadership.

2. Federal tax law and WVFMA's Articles of Incorporation provide that no part of the net earnings or assets of WVFMA may inure to directors, officers, employees or other private persons.

3. West Virginia law limits transactions between WVFMA and its directors, officers and staff, or with organizations with whom those individuals are affiliated, and provides that a majority of the board of directors must meet a specified independence standard.

4. West Virginia corporation law principles provide that directors owe WVFMA a duty of loyalty, which requires a director to act in the interest of the organization rather than in the personal interest of the director.

WVFMA's Conflict of Interest Policy provides that WVFMA will obtain information each year from its directors, officers and key employees in order to facilitate compliance with these laws and the Conflict of Interest Policy and to act in accordance with governance best practices generally. In addition, the IRS recognizes the use of questionnaires in the diligence required of nonprofits in preparing Form 990 disclosure about its leadership. This Questionnaire is the tool we use for these purposes.

INSTRUCTIONS FOR COMPLETING THE QUESTIONNAIRE:

Please answer the questions on page 2 as they relate to the ____ fiscal year, which ended on _________, ____ and then sign on page 3. If you answer "yes" to any of the questions below, please explain in the space provided following the list of questions. If you need additional space, please attach a separate sheet.

This Questionnaire relates, in part, to the Conflict of Interest Policy. A copy of the policy is attached for your reference. Please review the policy before signing the affirmation on page 3.

Once you have completed the questions and signed and dated the affirmation on page 3, please return this Questionnaire to ________________ by _______________.

Please note:

- Exhibit A contains the definitions of the terms in **bold font** set forth in the questions. Please review these definitions before you answer the questions.
- Exhibit B contains a list of WVFMA's directors, officers and key employees and will assist you in answering question 15. Exhibit B should be filled out by the person(s) administering this Questionnaire before it is circulated.
- Exhibit C sets out the Form 990 questions regarding governance, management and disclosure for your reference and as provided by Form 990 requirements.

We greatly appreciate your assistance.

ANNUAL DISCLOSURE QUESTIONS	YES	NO
1. Did you receive any **compensation** from WVFMA for service as an employee, director or officer of WVFMA?		
2. Are you aware of any **compensation** paid by WVFMA to a **family member** for service as an employee, director or officer or WVFMA?		
3. Did you receive any payments from WVFMA as an independent contractor?		
4. Are you aware of any payments made by WVFMA to a **family member** as an independent contractor?		
5. Are you aware of any **transactions** between WVFMA and any **entity** in which you are a **director, leader** or an **owner** of more than 35% of the equity interests in the **entity**?		
6. Are you aware of any **transactions** between WVFMA and an **entity** in which a **family member** is a **director, leader** or an **owner** of more than 35% of the equity interests in the **entity**?		
7. Do you have any outstanding loans to or from WVFMA?		
8. Are you aware of any outstanding loan to or from WVFMA and a **family member**?		
9. Are you aware of any outstanding loans to or from WVFMA and any **entity** in which you are a **director, leader** or **owner** of more than 35% of the equity interests in the **entity**?		
10. Are you aware of any outstanding loans to or from WVFMA and any **entity** in which a **family member** is a **director, leader** or **owner** of more than 35% of the equity interests in the **entity**?		
11. Did WVFMA provide any **grant or other assistance** to you?		
12. Are you aware of any **grant or other assistance** provided by WVFMA to any of your **family members**?		
13. Are you aware of any **grant or other assistance** provided by WVFMA to any **entity** in which you are **director, leader** or an **owner** of more than 35% of the equity interests?		
14. Are you aware of any **grant or other assistance** provided by WVFMA and any **entity** in which a family member is a **director, leader** or **owner** of more than 35% of the equity interests in the **entity**?		
15. Are you a **family member** of, or do you have any **business relationship** with, any of the individuals listed on Exhibit B?		
16. Do you have a material financial interest in any **entity** doing business with WVFMA not otherwise disclosed in response to the prior questions?		

Please answer Questions 17 and 18 below only if you are a director of WVFMA.		
17. Are you aware of any relationship or transaction not otherwise disclosed that constitutes or could constitute an actual or apparent conflict of interest between you and WVFMA or that could impair or appear to impair your **independence**?		
18. Are you aware of any relationship or transaction not otherwise disclosed that causes you to be an **interested director**?		
EXPLANATION OF QUESTIONS (IF YOU ANSWERED "YES"; PLEASE ADD ADDITIONAL PAGES IF NECESSARY):		

PLEASE IDENTIFY ALL CORPORATIONS AND OTHER ENTITIES, FOR-PROFIT AND NON-PROFIT, OF WHICH YOU ARE A DIRECTOR OR OFFICER (PLEASE ADD ADDITIONAL PAGES IF NECESSARY):

AFFIRMATION AND SIGNATURE

By signing below, you confirm that (i) you have received, read in full, and understood WVFMA's Conflict of Interest Policy; (ii) you agree to comply with the Conflict of Interest Policy; (iii) you understand that WVFMA is a charitable organization; (iv) in order to maintain its federal tax exemption, WVFMA must engage primarily in activities that accomplish one or more of its tax-exempt purposes; (v) the disclosure above is accurate and complete; and (vi) you will notify WVFMA if you become aware of any error or material change in the information you have provided in this Questionnaire.

______________________________	______________________________
Signature	Title
______________________________	______________________________
Printed Name	Date

EXHIBIT A
DEFINITIONS

Business relationship means any of the following:

- Person A is employed by Person B (i.e., in a sole proprietorship or by an organization with which Person B is associated as a trustee, director, officer, key employee, or greater-than-35% owner).

- Person A is transacting business with Person B (other than in the ordinary course of either party's business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of $10,000 in the aggregate during the organization's tax year. (Indirect transactions are transactions with an organization with which Person B is associated as a trustee, director, officer, key employee, or greater-than-35% owner).

- Person A and Person B are each a director, trustee, officer, or greater than 10% owner in the same business or investment entity.

- Please note that a "business relationship" does not include a relationship between an attorney and client, a medical professional (including psychologist) and patient, or a priest/clergy and penitent/communicant.

Compensation includes all forms of cash and non-cash payments or benefits provided in exchange for services, including salary and wages, bonuses, severance payments, deferred payments, retirement benefits, fringe benefits, and other financial arrangements or transactions such as personal vehicles, meals, housing, personal and family educational benefits, below-market loans, payment of personal or family travel, entertainment, and personal use of WVFMA property.

Director means a director or trustee of a for-profit or nonprofit corporation or trustee of a nonprofit organization operating in trust form.

Entity means sole proprietorship, for-profit or nonprofit corporation, limited liability company, limited liability partnership, general or limited partnership or other organization.

Family member includes any of your ancestors, descendants, brothers, sisters, children, spouse, mother-in-law, father-in-law, grandchildren, great-grandchildren, and spouses of brothers, sisters, children grandchildren and great-grandchildren.

Grant or other assistance means awards, prizes, cash allocations, stipends, scholarships, fellowships, research grants, and similar payments and distributions made by the organization during the tax year. It does not include salaries or other compensation to employees.

Independence means that you, as director, met the following three requirements at all times during the fiscal year to which this Questionnaire relates:

- You were not compensated as an officer or other employee of WVFMA or of a related organization.

- You did not receive total **compensation** or other payments exceeding $10,000 during WVFMA's tax year from WVFMA or from related organizations as an independent contractor, other than reimbursement of expenses under an accountable plan or reasonable **compensation** for services provided in your capacity as a director.

- Neither you nor any of your **family members** were involved in the following transactions *with WVFMA* (whether directly or indirectly through affiliation with another organization):

  - Excess benefit transactions. Excess benefit generally means the excess of the economic benefit received from WVFMA over the consideration given (including services) by any person who is or was in a position to exercise substantial influence over the affairs of WVFMA at any time during the five year period prior to the date of the transaction (a "**disqualified person**"). Disqualified persons include such person's **family members** and any **entity** for which the person is an **owner** of more than 35% of the equity interests.
  - Loan transactions.
  - **Grants or assistance**
  - **Business relationships.**
  - Doing business through an organization of which you are an **owner**, **director or leader**.

Interested Director means (i) any person compensated by WVFMA for services rendered to WVFMA within the previous twelve months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (ii) any **family member** of such person.

Leader means officer, key employee, LLC manager or general partner.

Owner means sole proprietor, stockholder, LLC member or partner. Ownership is measured by stock ownership (either voting power or value) of a corporation, profits or capital interest in a partnership or limited liability company, membership interest in a nonprofit organization, or beneficial interest in a trust. Ownership includes indirect ownership (for example, ownership in an entity that has ownership in the entity in question); there may be ownership through multiple tiers of entities.

Transaction includes, without limitation, real estate and equipment leases, provision of services, sale of goods, licenses and joint ventures, partnerships and LLCs in which WVFMA is a party or **owner**.

EXHIBIT B
LIST OF DIRECTORS, OFFICERS AND KEY EMPLOYEES OF WVFMA

The following is a list of individuals who are anticipated as being reported on the IRS Form 990 as a current or former director, officer or key employee of WVFMA.

Name	**Title**
	Executive Director
	Chairperson
	Vice-Chairperson
	Secretary
	Treasurer
	Director
	Director
	Director
	Director
	Director
	Director
	Director
	Director
	Director
	Director
	Director
	Other Officer
	Other Officer
	Other Officer
	Key Employee
	Key Employee
	Key Employee

[note to questionnaire administrator: instructions for completing Exhibit B appear on last page of this questionnaire]

EXHIBIT C
IRS FORM 990 QUESTIONS

IRS Form 990 requires disclosure of information about WVFMA's governing body, management, disclosure practices and governance policies (including procedures for handling conflicts of interest). Federal tax law requires WVFMA to make a reasonable effort to obtain such information. The instructions to Form 990 provide that reasonable efforts include obtaining information through a questionnaire that recites the Form 990 questions. These questions are as follows:

Page 3, Part IV, Line 25a asks if WVFMA engaged in an excess benefit transaction with a disqualified person during the year.

Page 3, Part IV, Line 25b asks if WVFMA became aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year.

Page 3, Part IV, Line 26 asks if a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person was outstanding as of WVFMA's tax year.

Page 3, Part IV, Line 27 asks if WVFMA provided a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual.

Page 4, Part IV, Lines 28a, 28b, and 28c ask whether during the tax year, any person who is a current or former officer, director, trustee, or key employee:

- Had a direct business relationship with WVFMA (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with another person(s)).

- Had a family member who had a direct or indirect business relationship with WVFMA.

- Serve as an officer, director, trustee, key employee, partner or member of an entity (or a shareholder of a professional corporation) doing business with WVFMA.

Page 6, Part VI, Line 1b asks you to enter the number of voting members of WVFMA's board of directors that are independent.

Page 6, Part VI, Line 2 asks if any officer, director, trustee, or key employee has a family relationship or a business relationship with any other officer, director, trustee, or key employee.

INSTRUCTIONS TO ADMINISTRATOR FOR COMPLETING EXHIBIT B

On Exhibit B, list the top management official, directors, officers and key employees of WVFMA. In deciding which individuals to list, please use the following definitions which also appear in the instructions to the IRS Form 990.

Top Management Official means the person who has ultimate responsibility for implementing the decisions of the Board or for supervising the management, administration or operations of WVFMA, such as the Chief Executive Officer or Executive Director. If this ultimate responsibility resides with two or more individuals, then each individual should be included.

Director means a member of the organization's governing body, but only if the member has voting rights. A director that served at any time during the organization's tax year is deemed a current director. Members of advisory boards that do not exercise any governance authority over the organization are not considered directors or trustees.

Officer means the persons elected or appointed to manage WVFMA's daily operations, such as the president, vice-president, secretary, treasurer, including the Top Management Official and the chief financial official with the ultimate responsibility for managing WVFMA's finances, even if such persons are not elected officers of the Board according to WVFMA's bylaws.

Key Employee means an employee of WVFMA (other than an Officer or Director) who meets all of the following criteria:

- *$150,000 Threshold*. The person receives Reportable Compensation from WVFMA and all Related Organizations in excess of $150,000 for the calendar year ending with or within WVFMA's tax year;

- *Responsibility Criteria*. The person (a) has responsibilities, power, or influence over WVFMA as a whole that is similar to those of officers, directors, or trustees; (b) manages a discrete segment or activity of WVFMA that represents 10% or more of the activities, assets, income, or expenses of the organization, as compared to WVFMA as a whole; or (c) has or shares authority to control or determine 10% or more of WVFMA's capital expenditures, operating budget, or compensation for employees; and

- *Top 20 Limitation.* The person is one of the top 20 most highly compensated employees for the calendar year ending with or within WVFMA's tax year.

Reportable Compensation means compensation that is reported on Form W-2, Box 5 (or in Box 1 if the employee's compensation is not reported in Box 5), or Form 1099-MISC, Box 7, filed for the calendar year ending with or within WVFMA's tax year.

Related Organization is an organization that stands in one or more of the following relationships to WVFMA: (1) parent – an organization that controls WVFMA; (2) subsidiary – an organization controlled by WVFMA; or (3) supporting/supported – an organization that is (or claims to be) at any time during the organization's tax year (i) a supporting organization of WVFMA within the meaning of Section 509(a)(3) of the Internal Revenue Code, if WVFMA is a supported organization within the meaning of Section 509(f)(3), or (ii) a supported organization, if WVFMA is a supporting organization.